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OF COUNSEL
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April 19, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Teledoor Corp.

Dear Sir/Madam:

Enclosed herewith please find original and (one) copy of Articles of Incorporation for the above-referenced corporation, along with our check in the amount of \$78.75, representing the necessary filing fee.

Please file said Articles of Incorporation, and return a certified copy of the same to us in the enclosed stamped returned envelope, provided for your convenience.

Thank you for your courtesy and cooperation in this matter. Should you have any questions, please do not hesitate to contact us at (305) 937-0300.

Very truly yours,

ROSENTHAL ROSENTHAL RASCO

BY: 
Elaine M. Hing, Legal Assistant

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99 APR 20 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DMC
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ARTICLES OF INCORPORATION

99 APR 20 PM 2:43

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEDOOR CORP.

ARTICLE ONE:

The name of this corporation is: **TELEDOOR CORP.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

100 S. Biscayne Boulevard, Suite 1100, Miami, Florida 33131

and the name and address of the Registered Agent of this corporation is:

Kerry E. Rosenthal
Rosenthal Rosenthal Rasco
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have three (3) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Tibor Hollo

100 S. Biscayne Boulevard, Suite 1100,
Miami, Florida 33131

Wayne Hollo

100 S. Biscayne Boulevard, Suite 1100,
Miami, Florida 33131

Jerome S. Hollo

100 S. Biscayne Boulevard, Suite 1100,
Miami, Florida 33131

ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

Kerry E. Rosenthal

Rosenthal Rosenthal Rasco
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of April, 1999.


Kerry E. Rosenthal, Incorporator

FILED

ACCEPTANCE OF REGISTERED AGENT

99 APR 20 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, KERRY E. ROSENTHAL, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


KERRY E. ROSENTHAL
Registered Agent

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